

R^5 is $-SR^8$, $-(CH_2)_n C(O)R^8$ wherein n is 0 or 1, C_1 - C_{10} alkyl, C_2 - C_{10} alkenyl, C_2 - C_{10} alkynyl, $-(CH_2)_m (C_6$ - C_{10} aryl), or $-(CH_2)_m$ (5-10 membered heteroaryl), wherein m is an integer ranging from 0 to 4, and wherein the foregoing R^5 groups are optionally substituted by 1 to 3 R^{16} groups;

each R^6 and R^7 is independently H, hydroxy, C_1 - C_6 alkoxy, C_1 - C_6 alkyl, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, $-(CH_2)_m (C_6$ - C_{10} aryl), or $-(CH_2)_m$ (5-10 membered heteroaryl), wherein m is an integer ranging from 0 to 4;

each R^8 is independently H, C_1 - C_{10} alkyl, C_2 - C_{10} alkenyl, C_2 - C_{10} alkynyl, $-(CH_2)_q CR^{11} R^{12} (CH_2)_r NR^{13} R^{14}$ wherein q and r are each independently an integer ranging from 0 to 3 except q and r are not both 0, $-(CH_2)_m (C_6$ - C_{10} aryl), or $-(CH_2)_m$ (5-10 membered heteroaryl), wherein m is an integer ranging from 0 to 4, and wherein the foregoing R^8 groups, except H, are optionally substituted by 1 to 3 R^{16} groups;

or where R^8 is as $-CH_2 NR^8 R^{15}$, R^{15} and R^8 may be taken together to form a 4-10 membered monocyclic or polycyclic saturated ring or a 5-10 membered heteroaryl ring, wherein said saturated and heteroaryl rings optionally include 1 or 2 heteroatoms selected from the group consisting of O, S and $-N(R^8)-$, in addition to the nitrogen to which R^{15} and R^8 are attached, said saturated ring optionally includes 1 or 2 carbon-carbon double or triple bonds, and said saturated and heteroaryl rings are optionally substituted by 1 to 3 R^{16} groups;

each R^9 and R^{10} is independently H or C_1 - C_6 alkyl;

each R^{11} , R^{12} , R^{13} and R^{14} is independently selected from the group consisting of H, C_1 - C_{10} alkyl, $-(CH_2)_m (C_6$ - C_{10} aryl), and $-(CH_2)_m$ (5-10 membered heteroaryl), wherein m is an integer ranging from 0 to 4, and wherein the foregoing R^{11} , R^{12} , R^{13} and R^{14} groups, except H, are optionally substituted by 1 to 3 R^{16} groups;

or R^{11} and R^{13} are taken together to form $-(CH_2)_p-$ wherein p is an integer ranging from 0 to 3 such that a 4-7 membered saturated ring is formed that optionally includes 1 or 2 carbon-carbon double or triple bonds;

or R^{13} and R^{14} are taken together to form a 4-10 membered monocyclic or polycyclic saturated ring or a 5-10 membered heteroaryl ring, wherein said saturated and heteroaryl rings optionally include 1 or 2 heteroatoms selected from the group consisting of O, S and $-N(R^8)-$, in addition to the nitrogen to which R^{13} and R^{14} are attached, said saturated ring optionally includes 1 or 2 carbon-carbon double or triple bonds, and said saturated and heteroaryl rings

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are optionally substituted by 1 to 3 R¹⁶ groups;

R¹⁵ is H, C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, or C₂-C₁₀ alkynyl, wherein the foregoing R¹⁵ groups are optionally substituted by 1 to 3 substituents independently selected from the group consisting of halo and -OR⁹;

each R¹⁶ is independently selected from the group consisting of halo, cyano, nitro, trifluoromethyl, azido, -C(O)R¹⁷, -C(O)OR¹⁷, -OC(O)OR¹⁷, -NR⁶C(O)R⁷, -C(O)NR⁶R⁷, -NR⁶R⁷, hydroxy, C₁-C₆ alkyl, C₁-C₆ alkoxy, -(CH₂)_m(C₆-C₁₀ aryl), and -(CH₂)_m(5-10 membered heteroaryl), wherein m is an integer ranging from 0 to 4, and wherein said aryl and heteroaryl substituents are optionally substituted by 1 or 2 substituents independently selected from the group consisting of halo, cyano, nitro, trifluoromethyl, azido, -C(O)R¹⁷, -C(O)OR¹⁷, -OC(O)OR¹⁷, -NR⁶C(O)R⁷, -C(O)NR⁶R⁷, -NR⁶R⁷, hydroxy, C₁-C₆ alkyl, and C₁-C₆ alkoxy;

each R¹⁷ is independently selected from the group consisting of H, C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl, C₂-C₁₀ alkynyl, -(CH₂)_m(C₆-C₁₀ aryl), and -(CH₂)_m(5-10 membered heteroaryl), wherein m is an integer ranging from 0 to 4;

with the proviso that R⁸ is not H where R³ is -CH₂SR⁸.

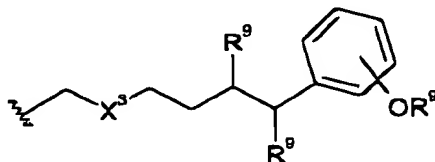
C2 8.4 (Amended) The compound of claim 1 wherein R¹ is hydroxy, R² is hydroxy, R³ is -CH₂NHR⁸ and R⁸ is -(CH₂)_m(C₆-C₁₀ aryl) wherein m is an integer ranging from 0 to 4.

C3 6.8 (Amended) The compound of claim 1 wherein R¹ is hydroxy, R² is hydroxy, R³ is -CH₂NR¹⁵R⁸ and R¹⁵ and R⁸ are taken together to form a 4-10 membered saturated ring.

C4 8.10 (Amended) The compound of claim 1 wherein R¹ is hydroxy, R² is hydroxy, R³ is -CH₂NR¹⁵R⁸ and R¹⁵ and R⁸ are taken together to form a 5-10 membered heteroaryl ring optionally substituted by 1 or 2 C₁-C₆ alkyl groups.

C5 10.12 (Twice Amended) The compound of claim 1 wherein R¹ is hydroxy, R² is hydroxy, R³ is -CH₂SR⁸, and R⁸ is selected from the group consisting of C₁-C₁₀ alkyl, C₂-C₁₀ alkenyl and C₂-C₁₀ alkynyl, wherein said R⁸ groups are optionally substituted by 1 or 2 substituents independently selected from hydroxy, halo and C₁-C₆ alkoxy.

1221. (Twice amended) The compound of claim 3 wherein R^4 is H, acetyl or benzyloxycarbonyl, wherein R^3 is selected from the following:



wherein X^3 is O, S or $-N(R^{15})-$, R^9 and R^{15} are as defined in claim 3, and the $-OR^9$ group may be attached at any available carbon on the phenyl group.